

CSP INC /MA/
Form 4
January 11, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bent William Edson Jr

(Last) (First) (Middle)
9 QUINCY STREET
(Street)
ARLINGTON, MA 02476
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CSP INC /MA/ [CSPI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP General Manager

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D)	2,767	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option Right to Buy	\$ 6.4					10/07/1998 10/06/2008	Common Stock	2,420
Stock Option Right to Buy	\$ 5					10/19/1999 10/18/2009	Common Stock	4,000
Stock Option Right to Buy	\$ 4.25					10/18/2000 10/17/2010	Common Stock	4,000
Stock Option Right to Buy	\$ 5.25					11/05/2003 11/04/2013	Common Stock	2,000
Stock Option Right to Buy	\$ 10.03					12/30/2004 12/29/2014	Common Stock	5,000
Stock Option Right to Buy	\$ 6.5					01/17/2006 01/16/2016	Common Stock	2,500
Stock Option Right to Buy	\$ 9.3					02/21/2007 02/20/2017	Common Stock	2,500
Stock Option Right to Buy	\$ 6.82	12/12/2007	12/11/2017	<u>A(1)</u>	5,000	12/12/2007 12/11/2017	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bent William Edson Jr 9 QUINCY STREET ARLINGTON, MA 02476			VP General Manager	

Signatures

William Edson	01/11/2008
Bent Jr	

 **Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Grant of ISO, pursuant to company Stock Option Plan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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